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17 *Attorneys for the Official Committee of Equity Security Holders of
 18 USA Capital Diversified Trust Deed Fund, LLC*

19 **UNITED STATES BANKRUPTCY COURT**

20 **DISTRICT OF NEVADA**

21 In re:
 22 USA COMMERCIAL MORTGAGE COMPANY,
 23 Debtor.

24 Case No. BK-S-06-10725 LBR
 25 Case No. BK-S-06-10726 LBR
 26 Case No. BK-S-06-10727 LBR
 27 Case No. BK-S-06-10728 LBR
 28 Case No. BK-S-06-10729 LBR

29 In re:
 30 USA CAPITAL REALTY ADVISORS, LLC,
 31 Debtor.

32 Chapter 11

33 In re:
 34 USA CAPITAL DIVERSIFIED TRUST DEED
 35 FUND, LLC,
 36 Debtor.

37 Jointly Administered Under
 38 Case No. BK-S-06-10725-LBR

39 In re:
 40 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 41 Debtor.

42 **Hearing Date: January 3, 2007**
 43 **Hearing Time: 9:30 a.m.**

44 In re:
 45 USA SECURITIES, LLC,
 46 Debtor.

47 Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

**DECLARATION OF ANNE M. LORADITCH, ESQ. IN SUPPORT OF THE
OPPOSITION OF THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC TO DEBTORS' APPLICATION
PURSUANT TO FED.R.BANKR.P. 2014(A) AUTHORIZING THE EMPLOYMENT AND
RETENTION OF BEADLE, MCBRIDE, EVANS & REEVES, LLP AS "ORDINARY
COURSE ACCOUNTANTS"**

I, Anne M. Loraditch, hereby declare as follows:

1. I am over the age of 18, am mentally competent, have knowledge of the facts in this matter, except where noted as upon information and belief, and if called upon to do so, could and would testify.

2. I am an Associate with the law firm of Beckley Singleton, Chtd. (“Beckley”), Nevada counsel for the Official Committee of Equity Holders of USA Capital Diversified Trust Deed Fund, LLC (the “Diversified Committee”) in the above-captioned bankruptcy cases (the “Cases”).

3. On June 9, 2006, the Committee hired Beckley as its Nevada counsel to represent its interests in the Cases and, subsequent to entry of the Court’s order approving such employment, Beckley has worked in conjunction with Orrick, Herrington & Sutcliffe LLP (“Orrick,”) together with Beckley and the Diversified Committee’s financial advisor, FTI Consulting, Inc., the “Professionals”), to represent the Diversified Committee and, in turn, the collective interests of all of the equity holders of USA Capital Diversified Trust Deed Fund, LLC (“DTDF”).

4. I make this declaration in support of the Diversified Committee's Opposition To Debtors' Application Pursuant To Fed.R.Bankr.P. 2014(a) Authorizing the Employment and Retention of Beadle, McBride, Evans & Reeves, LLP as "Ordinary Course Accountants" (the "Opposition").

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1 5. The Professionals are informed and believe that Beadle, McBride, Evans & Reeves,
2 LLP (“Beadle”) prepared, and perhaps continues to prepare, tax filings for IP¹ and for the Insiders
3 personally.

4 6. The Professionals have received and reviewed copies of the 2004 federal income tax
5 return and corresponding schedule K-1s (dated September 2005) (the “Tax Return”) that Beadle
6 prepared for HMA Sales, LLC, a Nevada limited liability company managed by IP (“HMA”), which
7 is in turn owned and/or controlled by the Insiders. Information about HMA reprinted from the
8 Nevada Secretary of State website is attached hereto as **Exhibit 1**.²

9 7. The Professionals have also received and reviewed a memorandum *dated September*
10 *21, 2006* from Beadle to Joseph Milanowski (the “Beadle Memo”) estimating the tax impact to
11 HMA from the sale of the Royal Hotel property, the ownership and/or operation of which by HMA
12 is believed to have been funded by DTDF.³ See Tucker Declaration.

13 8. Counsel for the Diversified Committee has for months voiced concerns to counsel for
14 DTDF over the engagement of Beadle as DTDF's ordinary course accountants.

15 I declare under penalty of perjury under the laws of the United States of America that the
16 forgoing is true and correct.

17 || Executed this 26th day of December 2006.

Anne M. Loraditch
ANNE M. LORADITCH

¹ Unless otherwise defined, all capitalized terms shall have the meaning ascribed in the precedent papers and pleadings already on file with the Court in these cases.

² A copy of the Tax Return has not been attached hereto due to the sensitive nature of such information. The Diversified Committee is prepared to produce such document to chambers should the Court wish to review it or if Beadle contests the facts stated in this paragraph 6.

³ A copy of the Beadle Memo has not been attached hereto for the same reason as explained in footnote 2. The Diversified Committee is prepared to produce such document to chambers should the Court wish to review it or if Beadle contests the facts stated in this paragraph 7.

1 **EXHIBIT 1**

2 **CORPORATION DETAILS**
3 **FOR**
4 **HMA SALES, LLC**

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HMA SALES, LLC

Business Entity Information

Status:	Active	File Date:	12/28/2000
Type:	Domestic Limited-Liability Company	Corp Number:	LLC12649-2000
Qualifying State:	NV	List of Officers Due:	12/31/2006
Managed By:	Managing Members	Expiration Date:	12/28/2500

Resident Agent Information

Name:	JOSEPH D MILANOWSKI	Address 1:	4484 S PECOS RD
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89121
Phone:		Fax:	
Email:		Mailing Address 1:	
Mailing Address 2:		Mailing City:	
Mailing State:		Mailing Zip Code:	

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 0
No stock records found for this company			

Officers

Include Inactive Officers

Manager - USA INVESTMENT PARTNERS LLC			
Address 1:	4484 S PECOS ROAD	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89121	Country:	
Status:	Active	Email:	

Actions\Amendments

Action Type:	Articles of Organization		
Document Number:	LLC12649-2000-001	# of Pages:	2
File Date:	12/28/2000	Effective Date:	
(No Notes for this action)			
Action Type:	Annual List		
Document Number:	LLC12649-2000-007	# of Pages:	1
File Date:	12/07/2001	Effective Date:	
(No Notes for this action)			
Action Type:	Annual List		
Document Number:	LLC12649-2000-005	# of Pages:	1
File Date:	01/09/2003	Effective Date:	
(No Notes for this action)			
Action Type:	Resident Agent Change		
Document Number:	LLC12649-2000-003	# of Pages:	1
File Date:	01/22/2003	Effective Date:	
THOMAS RONDEAU			
4484 SOUTH PECOS ROAD LAS VEGAS NV 89121 APN			
Action Type:	Annual List		
Document Number:	LLC12649-2000-006	# of Pages:	1
File Date:	02/24/2004	Effective Date:	

(No Notes for this action)

Action Type:	Resident Agent Change		
Document Number:	LLC12649-2000-004	# of Pages:	1
File Date:	03/04/2004	Effective Date:	
ALLEN ABOLAFIA			
1050 FLAMINGO STE W 260 LAS VEGAS NV 89119 RAA			
Action Type:	Annual List		
Document Number:	LLC12649-2000-002	# of Pages:	1
File Date:	01/04/2005	Effective Date:	
List of Officers for 2004 to 2005			
Action Type:	Annual List		
Document Number:	20050622393-42	# of Pages:	1
File Date:	12/16/2005	Effective Date:	
(No Notes for this action)			